

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JKF)
) Jointly Administered
Debtors.)
Re: Docket No. 28682

**CERTIFICATION OF COUNSEL REGARDING REVISED ORDER AUTHORIZING
DEBTORS' ENTRY INTO AN ADMINISTRATIVE SETTLEMENT AGREEMENT AND
ORDER ON CONSENT FOR REMOVAL ACTION FOR THE
HIGH POINT, NORTH CAROLINA SITE**

The undersigned hereby certifies as follow:

1. On March 19, 2012, the Debtors filed the *Motion for an Order Authorizing Debtors to Enter Into an Administrative Settlement Agreement and Order on Consent for Removal Action for the High Point, North Carolina Site* (Docket No. 28682) (the "Motion").

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd, G C Limited Partners I, Inc. (Ok/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holding!, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (Ok/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (Ok/a British Nursing Association, Inc.), Remedium Group, Inc. (Ok/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. Objections to the Motion were to be filed and served no later than April 6, 2012 at 4:00 p.m. (the "Objection Deadline").

3. Prior to the Objection Deadline, the Debtors received informal comments from the Official Committee of Unsecured Creditors (the "Committee"). To address the Committee's concerns, the Debtors prepared the revised order attached hereto as Exhibit 1 (the "Revised Order") for the Court's consideration.

4. Attached hereto as Exhibit 2 is a blacklined order, which is a comparison of the proposed order originally filed and served with the Motion, against the Revised Order.

5. The undersigned further certifies that the Court's docket has been reviewed in this case and no answer, objection or other responsive pleading to the Motion appears thereon.

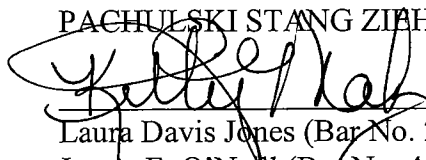
It is hereby respectfully requested that the Revised Order be entered at the Court's earliest convenience.

Dated: April 9, 2012

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-and-

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Possession